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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

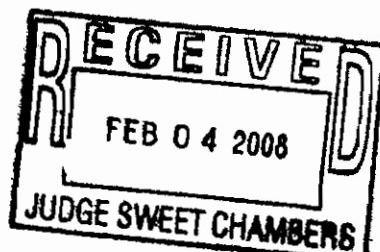
AXION POWER INTERNATIONAL, INC.,
WILLIAM AND TRACY AHEARN, h/w,
SALLY FONNER, and JAMES SMITH,
M.D.,

: Civil Action No. 07-CV-11493 (RWS)
: STIPULATION AND [PROPOSED]
: ORDER

Plaintiffs, :

v.

MERCATUS & PARTNERS, LTD., MF
GLOBAL, INC., MF GLOBAL, UK, Ltd.,
CARI MASI a/k/a CARY MASI, BNP
PARIBAS SECURITIES SERVICES,
BANCA MB S.p.A, DWIGHT PARSCALE,
STEPHANO CEVALO, CONTINENTAL
STOCK TRANSFER AND TRUST
COMPANY, PENSON FINANCIAL
SERVICES, INC., AND BROWN
BROTHERS HARRIMAN & CO.,

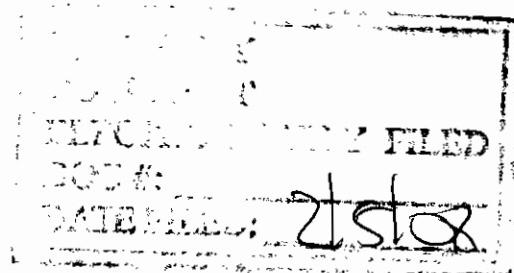


Defendants. :

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IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel, that the date by which defendant Brown Brothers Harriman & Co. must answer, move or otherwise respond to the Complaint dated December 20, 2007, is extended to and including March 3, 2008; and

IT IS FURTHER STIPULATED AND AGREED that this stipulation shall not be deemed a waiver of any rights, arguments or defenses available to the parties or in any way impair such rights, arguments or defenses, and that no previous requests for extensions of time have been made.



Dated: New York, New York
February 1, 2008

FELLHEIMER & EICHEN LLP

BY:


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Attorneys for Plaintiffs

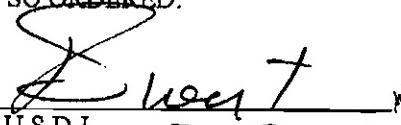
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Attorneys for Defendants
Brown Brothers Harriman & Co.

SO ORDERED:


U.S.D.J.

2-5-08